
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular, or as to the action to be taken, you should consult a stockbroker, or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Powerleader Science & Technology Group Limited, you should at once hand this supplemental circular together with the enclosed revised form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This supplemental circular is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of Powerleader Science & Technology Group Limited.

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宝德科技集团股份有限公司

POWERLEADER SCIENCE & TECHNOLOGY GROUP LIMITED*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 8236)

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR TO SHAREHOLDERS
DATED 9 MAY 2012 IN RELATION TO:**

- (I) PROPOSED SHARES CONSOLIDATION;
(II) PROPOSED TRANSFER OF LISTING FROM THE GROWTH
ENTERPRISE MARKET TO THE MAIN BOARD OF THE STOCK
EXCHANGE OF HONG KONG LIMITED;
(III) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(IV) RE-ELECTION OF RETIRING DIRECTORS;
(V) PROPOSED DECLARATION OF FINAL DIVIDEND;
(VI) PROPOSED ISSUE OF DEBT INSTRUMENTS IN THE PRC;
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular ("**Supplemental Circular**") should be read together with the circular to the shareholders of Powerleader Science & Technology Group Limited (the "**Company**") dated 9 May 2012 (the "**Circular**") and the notice of annual general meeting dated 9 May 2012 (the "**Notice of AGM**"). The annual general meeting of the Company is to be held as originally scheduled at 4th Floor, Research and Development Building, Powerleader Technology Research and Production Base, Guanlan Hi-Tech Industrial Park, Bao'an District, Shenzhen, the PRC on 25 June 2012 at 2 p.m.. The notice convening the annual general meeting has been despatched to the shareholders of the Company on 9 May 2012. Unless the context requires otherwise, capitalised terms used in this Supplemental Circular shall have the same meanings ascribed thereto in the Circular.

An additional resolution will be proposed at the AGM in relation to the proposed issue of Debt Instruments in the PRC, particulars of which are set out in this Supplemental Circular. A revised form of proxy (the "**Revised Proxy Form**") is for use at the AGM, which contains the additional resolution to be proposed at the AGM, is enclosed and is also published on the websites of the Stock Exchange and the Company.

Whether or not you intend to attend the AGM, you are reminded to complete the Revised Proxy Form enclosed with this Supplemental Circular, in accordance with the instructions printed thereon and return the same to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of the H Shares only) or the Company's registered office at Room 43A, 43rd Floor, Block C, Electronics Science & Technology Building, Shennan Road Central, Futian District, Shenzhen, The PRC as soon as possible but in any event not less than 24 hours before the time for holding the AGM or at any adjournment thereof. Completion and delivery of the Revised Proxy Form will not prevent you from attending, and voting in person at, the AGM or at any adjourned meeting if you so wish.

* *for identification purpose only*

5 June 2012

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on The Stock Exchange of Hong Kong Limited. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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宝德科技集团股份有限公司

POWERLEADER SCIENCE & TECHNOLOGY GROUP LIMITED*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 8236)

Executive Directors

Mr. Zhang Yunxia (*Chairman*)
Mr. Dong Weiping (*Chief executive officer*)
Mr. Ma Zhumao

Non-executive Directors

Mr. Li Ruijie
Mr. Sun Wei
Mr. Li Donglei

Independent Non-executive Directors

Mr. Jiang Baijun
Dr. Guo Wanda
Mr. Chan Shiu Yuen Sammy

Registered office

Room 43A, 43rd Floor, Block C
Electronics Science &
Technology Building
Shennan Road Central
Futian District
Shenzhen
The PRC

*Principal place of business
in Hong Kong*

Unit 105, 1/F,
Sunbeam Centre,
27 Shing Yip Street,
Kwun Tong, Kowloon

5 June 2012

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR TO
SHAREHOLDERS DATED 9 MAY 2012 IN RELATION TO:**

- (I) PROPOSED SHARES CONSOLIDATION;**
**(II) PROPOSED TRANSFER OF LISTING FROM THE GROWTH
ENTERPRISE MARKET TO THE MAIN BOARD OF THE STOCK
EXCHANGE OF HONG KONG LIMITED;**
(III) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(IV) RE-ELECTION OF RETIRING DIRECTORS;
(V) PROPOSED DECLARATION OF FINAL DIVIDEND; AND
(VI) PROPOSED ISSUE OF DEBT INSTRUMENTS IN THE PRC

LETTER FROM THE BOARD

1. INTRODUCTION

Reference is made to the circular of the Company dated 9 May 2012. Unless the context requires otherwise, capitalised terms used in this Supplemental Circular shall have the same meanings ascribed thereto in the Circular.

The purpose of this Supplemental Circular is to provide you with further information regarding the proposed issue of debt instruments in the PRC. Save as disclosed above, all information and contents set out in the Circular and the Notice of AGM remain unchanged.

2. PROPOSED ISSUE OF DEBT INSTRUMENTS IN THE PRC

In the Circular, the Board proposed to seek the Shareholders' approval at the AGM for the proposed issue of the Debt Instruments in the PRC with an aggregate principal amount of not exceeding RMB250 million.

Subsequent to the despatch of the Circular, the Company received a written notice dated 1 June 2012 from the Company's controlling shareholder, Powerleader Investment Holding Company Limited*, of its intention to propose an additional resolution at the AGM in relation to the Company's proposed issue of Debt Instruments in the PRC (the "**Additional Resolution**"), details of which are set out below:

Subject to special resolution number (8) as contained in the Notice of AGM being passed by the Shareholders (with or without modifications) by way of special resolution at the AGM, to authorise the directors of the Company to further deal with all matters, as they may in their absolute discretion think fit, relating to the proposed issue of Debt Instruments in the PRC, including but not limited to:

- (a) in the event that the Company expects that it is unable or fails to repay the principal and interest relating to the Debt Instruments, to decide to carry out the guarantee measures for debt repayment according to the PRC laws and regulations as well as requirements of relevant regulatory authorities, including but not limited to: (1) cancellation of dividend distribution to the Shareholders; (2) suspension of projects that incur capital expenses such as substantial external investments, acquisitions and mergers; (3) adjustment, reduction or cessation of payment of salary and bonus to directors and senior management of the Company; and (4) prohibition of job reallocation of persons who are principally responsible, etc; and
- (b) taking all necessary actions and steps for and to deal with or make decisions on all matters to comply with any applicable laws, rules and regulations, including but not limited to the 關於發佈《公開發行證券的公司信息披露內容與格式準則第23號 — 公開發行公司債券募集說明書》的通知 (Circular in relation to publication of "Prospectus on Public Offering of Corporate Bonds in compliance with Rule No. 23 for the Content and Format of Information Disclosure by Companies in Public Offering of Securities"*).

LETTER FROM THE BOARD

3. THE AGM

The supplemental notice of the AGM, which will be held as originally scheduled at 4th Floor, Research and Development Building, Powerleader Technology Research and Production Base, Guanlan Hi-Tech Industrial Park, Bao'an District, Shenzhen, the PRC on 25 June 2012 at 2 p.m, is set out in Appendix I to this Supplemental Circular.

Please refer to the Notice of AGM for details in respect of the other resolutions to be considered, the eligibility for attending the AGM, registration procedures, closure of register of members and other relevant matters.

4. THE REVISED PROXY FORM

Since the proxy form (the “**First Proxy Form**”) sent together with the Circular did not contain the Additional Resolution, the Revised Proxy Form has been prepared and is enclosed with this Supplemental Circular.

You are requested to complete and return the Revised Proxy Form in accordance with the instructions thereon as soon as possible and in any event not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof (the “**Closing Time**”). Special arrangements about the completion and submission of the Revised Proxy Form are also set out below in this Supplemental Circular. Shareholders who have appointed or intend to appoint proxies to attend the AGM are requested to pay particular attention to the special arrangements set out therein.

A Shareholder who has not yet lodged the First Proxy Form in accordance with the instructions therein is requested to lodge the Revised Proxy Form if he/she/it wishes to appoint proxies to attend the AGM on his/her/its behalf. In this case, the First Proxy Form should not be lodged with the Company.

A Shareholder who has already lodged the First Proxy Form in accordance with the instructions therein should note that:

- (a) **If no Revised Proxy Form is lodged with the Company prior to the Closing Time, the First Proxy Form will be treated as a valid proxy form lodged by him/her/it if correctly completed.** The proxy so appointed by the Shareholder will be entitled to vote at his/her/its discretion or to abstain from voting on any resolution (including the Additional Resolution) properly put to the AGM.
- (b) **If the Revised Proxy Form is lodged with the Company prior to the Closing Time, the Revised Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her/it. The Revised Proxy Form will be treated as a valid proxy form lodged by the Shareholder if correctly completed.**
- (c) **If the Revised Proxy Form is lodged with the Company after the Closing Time, the Revised Proxy Form will be invalid. However, it will also revoke the First Proxy Form previously lodged by the Shareholder and any vote that may be cast by the purported proxy (whether appointed under the First Proxy Form or the Revised**

LETTER FROM THE BOARD

Proxy Form) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, Shareholders are advised not to lodge the Revised Proxy Form after the Closing Time. If such Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.

Shareholders are reminded that completion and delivery of the First Proxy Form and/or the Revised Proxy Form will not preclude Shareholders from attending and voting in person at the AGM or at any adjourned meeting should they so wish.

Whether or not you intend to attend the AGM, you are requested to complete the Revised Proxy Form in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time appointed for holding of the AGM or any adjournment thereof.

All resolutions at the AGM (including the Additional Resolution) will be passed by way of poll.

5. RECOMMENDATION

The Board is of the view that the Additional Resolution is in the interest of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the Additional Resolution at the AGM.

Yours faithfully,
By Order of the Board
Powerleader Science & Technology Group Limited*
Zhang Yunxia
Chairman

* *for identification purpose only*



宝德科技集团股份有限公司

POWERLEADER SCIENCE & TECHNOLOGY GROUP LIMITED*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 8236)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting (the “AGM”) of Powerleader Science & Technology Group Limited (the “Company”) dated 9 May 2012 (“Notice of AGM”), which set out the resolutions to be considered by the shareholders of the Company at the AGM to be held at 4th Floor, Research and Development Building, Powerleader Technology Research and Production Base, Guanlan Hi-Tech Industrial Park, Bao’an District, Shenzhen, the PRC on Monday, 25 June 2012 at 2 p.m..

The Company received a written notice from the Company’s controlling shareholder, Powerleader Investment Holding Company Limited* (holding 42.05% equity interest of the Company), of its intention to propose an additional resolution in relation to the Company’s proposed issue of Debt Instruments (as defined in the circular of the Company dated 9 May 2012 (the “Circular”)), details of which are set out on page 2 of the supplemental circular of the Company dated 5 June 2012 (the “Additional Resolution”).

The Board considers that the qualifications of the proposer of the Additional Resolution are legal and the procedure is in compliance with the articles of association of the Company, and agrees to submit the following additional supplemental special resolution to the AGM which will be held as originally scheduled, for consideration by the shareholders of the Company:

7. To consider, and if thought fit, pass with or without modifications, the following resolutions as special resolutions:
 - (9) “**THAT** subject to special resolution number (8) as contained in the Notice of AGM being passed by the shareholders of the Company (with or without modifications) by way of special resolution at the AGM, the directors of the Company be and are hereby authorised to further deal with all matters, as they may in their absolute discretion think fit, relating to the proposed issue of Debt Instruments (as defined in the Circular) in the PRC, including but not limited to:
 - (a) in the event that the Company expects that it is unable or fails to repay the principal and interest relating to the Debt Instruments (as defined in the Circular), to decide to carry out the guarantee measures for debt repayment according to the PRC laws and regulations as well as

APPENDIX I SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

requirements of relevant regulatory authorities, including but not limited to: (1) cancellation of dividend distribution to the shareholders of the Company; (2) suspension of projects that incur capital expenses such as substantial external investments, acquisitions and mergers; (3) adjustment, reduction or cessation of payment of salary and bonus to directors and senior management of the Company; and (4) prohibition of job reallocation of persons who are principally responsible, etc; and

- (b) taking all necessary actions and steps for and to deal with or make decisions on all matters to comply with any applicable laws, rules and regulations, including but not limited to the 關於發佈《公開發行證券的公司信息披露內容與格式準則第23號 — 公開發行公司債券募集說明書》的通知 (Circular in relation to publication of “Prospectus on Public Offering of Corporate Bonds in compliance with Rule No. 23 for the Content and Format of Information Disclosure by Companies in Public Offering of Securities”*)).

Save for the inclusion of the additional supplemental special resolution number (9) above, there are no other changes to the resolutions set out in the Notice of AGM. Please refer to the Circular and the Notice of AGM in respect of other resolutions to be proposed at the AGM and other relevant matters.

A revised proxy form is attached. Whether or not you intend to attend the AGM, you are requested to complete the revised proxy form in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time appointed for holding of the AGM or any adjournment thereof.

Apart from the above, the eligibilities for attending the AGM, the registration procedures, closure of register of members and other relevant matters in relation to the AGM remain unchanged. Please refer to the Notice of AGM dated 9 May 2012 for details, which was published on the websites of the Company (www.powerleader.com.cn) and The Stock Exchange of Hong Kong Limited (www.hkexnews.hk).

By Order of the Board
Powerleader Science & Technology Group Limited*
Zhang Yunxia
Chairman

5 June 2012

Shenzhen, the PRC

* *for identification purposes only*